

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

ATTORNEY FEE APPLICATION COVER SHEET

IN RE:

CINRAM GROUP, INC., *et al.*,¹

APPLICANT:

Cole Schotz P.C.

CASE NO.: 17-15258 (VFP)

CLIENT: The Official Committee of
Unsecured Creditors

CHAPTER: 11

CASES FILED: March 17, 2017

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.

RETENTION ORDER ATTACHED.

/s/ Warren A. Usatine 5/15/2017
WARREN A. USATINE Date

**SECTION I
FEE SUMMARY**

First Monthly Fee Statement Covering the Period
April 3, 2017 through April 30, 2017

Total Previous Fees and Expenses Requested:	\$0.00
Total Fees and Expenses Allowed to Date:	\$0.00
Total Retainer (if applicable):	\$0.00
Total Holdback (if applicable):	N/A
Total Received by Applicant:	\$0.00

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are as follows: Cinram Group, Inc. (0588), Cinram Property Group, LLC (9738), and Cinram Operations, Inc. (7377). The Debtors conduct all of their business affairs out of offices located at 220 South Orange Avenue, Livingston, New Jersey 07039.

Name of Professional and Title		Year Admitted	Hours	Rate	Fee
A.	Warren A. Usatine, Member	1995	18.50	\$715.00	\$13,227.50
B.	Ryan T. Jareck, Member	2008	25.50	\$495.00	\$12,622.50
C.	Jacob S. Frumkin, Associate	2010	11.70	\$415.00	\$4,855.50
D.	Rebecca W. Hollander, Associate	2014	8.40	\$275.00	\$2,310.00
E.	Frances Pisano, Paralegal	N/A	8.10	\$275.00	\$2,227.50
TOTALS			72.20		\$35,243.00

FEE TOTALS (Page 3)	\$35,243.00
DISBURSEMENTS TOTALS (Page 4)	\$300.91
TOTAL FEE APPLICATION	\$35,543.91

SECTION II SUMMARY OF SERVICES		
Services Rendered	Hours	Fee
a) Asset Analysis and Recovery	2.30	\$954.50
b) Asset/Business Disposition	0.00	\$0.00
c) Assumption and Rejection of Leases and Contracts	0.00	\$0.00
d) Budgeting (Case)	0.00	\$0.00
e) Business Operations	0.00	\$0.00
f) Case Administration	24.10	\$12,177.50
g) Claims Administration and Objections	0.00	\$0.00
h) Corporate Governance and Board Matters	0.00	\$0.00
i) Data Analysis	0.00	\$0.00
j) Disclosure Statement	0.00	\$0.00
k) Due Diligence	0.00	\$0.00
l) Employee Benefits/Pensions	0.00	\$0.00
m) Fee Application Preparation	0.00	\$0.00
n) Fee Employment	19.10	\$6,942.50
o) Fee Employment Objections	0.00	\$0.00
p) Financing and Cash Collateral	0.00	\$0.00
q) Lien Review	0.00	\$0.00
r) Litigation (Other than Avoidance Action Litigation)	14.60	\$7,511.00
s) Litigation Consulting	0.00	\$0.00
t) Meetings and Communications with Creditors	9.30	\$5,923.50
u) Plan of Reorganization	0.00	\$0.00
v) Preference Actions/Responses	0.00	\$0.00
w) Real Estate	0.00	\$0.00
x) Relief from Stay and Adequate Protection	0.00	\$0.00
y) Regulatory Compliance	0.00	\$0.00
z) Reporting	1.30	\$661.50
aa) Travel (non-working)	1.50	\$1,072.50
bb) Tax Issues	0.00	\$0.00
cc) Valuation	0.00	\$0.00
SERVICES TOTALS	72.20	\$35,243.00

**SECTION III
SUMMARY OF DISBURSEMENTS**

Disbursements	Amount
a) Computer Assisted Legal Research Westlaw	\$0.00
b) Facsimile (with rates) Rate per Page \$1.00 (Max. \$1.00/pg.)	\$0.00
c) Long Distance Telephone/Conference Calls	\$11.99
d) In-House Reproduction No. of Pages (1,263); Rate per Page \$0.20 (Max. 20¢/pg.)	\$252.60
e) Outside Reproduction	\$0.00
f) Outside Research	\$0.00
g) Filing/Court Fees	\$0.00
h) Court Reporting	\$0.00
i) Travel	\$0.00
j) Courier & Express Carriers (e.g., Federal Express)	
Federal Express	\$0.00
Messenger Service	\$0.00
k) Postage	\$36.32
l) Other (Explain):	
Transcript of Testimony	\$0.00
Copy of Official Documents/Pacer	\$0.00
Lien/Litigation Work	\$0.00
Luncheon/Dinner Conference	\$0.00
Corporate Document Retrieval	\$0.00
Overtime	\$0.00
DISBURSEMENTS TOTAL	\$300.91

**SECTION IV
CASE HISTORY**

- (1) Date cases filed: March 17, 2017
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of retention: Order signed April 12, 2017, effective April 3, 2017
(Annex copy of order(s).) **See Exhibit A.**
If limit on number of hours or other limitations to retention, set forth: N/A
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:²
 - (a) Reviewed and analyzed all pleadings filed in the case, including, but not limited to, the motion to reject unexpired non-residential real property leases, and presented recommendations to the Committee regarding same.
 - (b) Reviewed and analyzed the Debtors' schedules of assets and liabilities, statement of financial affairs, and monthly operating reports.
 - (c) Prepared the Committee's applications to retain Cole Schotz as its counsel and EisnerAmper as its financial advisor.
 - (d) Prepared discovery requests to serve on the Debtors. Prepared and negotiated a confidentiality agreement associated with the Debtors' production of documents. Reviewed documents produced by the Debtors.
 - (e) Reviewed all other matters concerning administration of these chapter 11 cases. Conducted regular meetings with and sent email communications to the Committee to strategize and apprise the Committee of all developments in the cases. Prepared Committee by-laws, agendas for Committee meetings, and minutes of Committee meetings.
 - (f) Rendered all other services set forth on the invoices attached hereto.

² The following summary is intended only to highlight the general categories of services performed by the Applicant on behalf of the Committee and the benefits rendered to the estate therefrom; it is not intended to set forth each and every item of professional service which the Applicant performed.

INVOICES ITEMIZING SERVICES RENDERED AND OUT-OF-POCKET EXPENSES INCURRED ARE ATTACHED AS EXHIBITS “B” AND “C”, RESPECTIVELY.

- (5) Anticipated distribution to creditors:
 - (a) Administration expense: Unknown at this time.
 - (b) Secured creditors: Unknown at this time.
 - (c) Priority creditors: Unknown at this time.
 - (d) General unsecured creditors: Unknown at this time.
- (6) Final disposition of case and percentage of dividend paid to creditors (if applicable):
This is the first monthly fee application. Final dividend percentages are unknown at this time.

EXHIBIT A



Order Filed on April 25, 2017
by Clerk
U.S. Bankruptcy Court
District of New Jersey

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)
COLE SCHOTZ P.C.
Court Plaza North
25 Main Street
P.O. Box 800
Hackensack, New Jersey 07602-0800
Warren A. Usatine, Esq.
wusatine@coleschotz.com
Ryan T. Jareck, Esq.
rjareck@coleschotz.com
*Proposed Attorneys for the Official Committee of
Unsecured Creditors*

In re:

CINRAM GROUP, INC. *et al.*¹

Debtors-in-Possession.

Case No. 17-15258 (VFP)

Judge: Vincent F. Papalia

Chapter 11

(Jointly Administered)

**ORDER APPROVING APPLICATION OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS TO RETAIN COLE SCHOTZ P.C. AS ITS COUNSEL *NUNC
PRO TUNC* TO APRIL 3, 2017, PURSUANT TO 11 U.S.C. §§ 328(a) AND 1103(a)**

The relief set forth on the following pages, numbered two (2) and three (3), is hereby
ORDERED.

DATED: April 25, 2017



Honorable Vincent F. Papalia
United States Bankruptcy Judge

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are as follows: Cinram Group, Inc. (0588), Cinram Property Group, LLC (9738), and Cinram Operations, Inc. (7377). The Debtors conduct all of their business affairs out of offices located at 220 South Orange Avenue, Livingston, New Jersey 07039.

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Debtors: CINRAM GROUP, INC., *et al.*
Case Nos. 17-15258 (VFP)
Caption of Order: ORDER APPROVING APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO RETAIN COLE SCHOTZ P.C. AS ITS COUNSEL *NUNC PRO TUNC* TO APRIL 3, 2017, PURSUANT TO 11 U.S.C. §§ 328(a) AND 1103(a)

Upon the Application (the “**Application**”) of the Official Committee of Unsecured Creditors (the “**Committee**”) of Cinram Group, Inc., *et al.*, the above-captioned debtors and debtors-in-possession (the “**Debtors**”) for the entry of an Order, pursuant to Sections 328(a) and 1103(a) of Title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the District of New Jersey (the “**Local Rules**”), authorizing the Committee to retain and employ the law firm of Cole Schotz P.C. (“**Cole Schotz**”) as its counsel, *nunc pro tunc* to April 3, 2017, and the Certification of Warren A. Usatine, Esq. (the “**Usatine Certification**”) in support of the Application; and it appearing that the members, counsel, and associates of Cole Schotz who will be engaged in these Chapter 11 cases are duly qualified to practice before this Court; and the Court being satisfied, based on the representations made in the Application and the Usatine Certification, that said attorneys represent no interest adverse to the Committee and/or the Debtors’ estates with respect to the matters upon which they are to be engaged, that they are “disinterested persons,” as that term is defined in Section 101(14) of the Bankruptcy Code, as modified by Section 1103(b) of the Bankruptcy Code, and that Cole Schotz’s employment is necessary and would be in the best interest of the Committee and the Debtors’ estates; and finding that adequate notice of the

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Debtors: CINRAM GROUP, INC., *et al.*
Case Nos. 17-15258 (VFP)
Caption of Order: ORDER APPROVING APPLICATION OF THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS TO RETAIN COLE
SCHOTZ P.C. AS ITS COUNSEL *NUNC PRO TUNC* TO APRIL 3,
2017, PURSUANT TO 11 U.S.C. §§ 328(a) AND 1103(a)

Application having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that, in accordance with Sections 1103(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Rule 2014-1, the Committee is hereby authorized and empowered to employ and retain the firm of Cole Schotz, located at 25 Main Street, Hackensack, New Jersey 07601, as its counsel, *nunc pro tunc* to April 3, 2017, to represent the Committee in these cases, and such retention is hereby approved, and it is further

ORDERED that Cole Schotz shall be compensated in accordance with the procedures set forth in Sections 330 and 331 of the Bankruptcy Code, such Federal Rules and Local Rules as may then be applicable from time to time, and such procedures as may be fixed by Order of this Court, and it is further

ORDERED that this Court shall retain jurisdiction over any matters related to the implementation of this Order, and it is further

ORDERED that a true copy of this Order shall be served on all parties-in-interest within seven (7) days hereof.

EXHIBIT B



Court Plaza North
25 Main Street
P.O. Box 800
Hackensack, NJ 07602-0800
201.489.3000 201.489.1536 fax
FEDERAL ID# 22-2113414.
—
New York
—
Delaware
—
Maryland
—
Texas
—
Florida

CINRAM GROUP, INC.

Re: **Client/Matter No. 56419-0001**
OFFICIAL COMMITTEE OF UNSECURED CREDITORS

Invoice No. 796922
May 15, 2017

FOR PROFESSIONAL SERVICES RENDERED THROUGH APRIL 30, 2017

<u>DATE</u>	<u>NARRATIVE</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>AMOUNT</u>
LITIGATION			14.60	\$7,511.00
04/04/17	PREPARE DOCUMENT REQUEST LETTER TO THE DEBTOR	RTJ	1.10	544.50
04/04/17	CONTINUED REVIEW AND ANALYSIS OF LEASE REJECTION MOTION, OBJECTIONS AND ORDER	WU	0.40	286.00
04/04/17	REVIEW AND WORK ON DRAFT DOCUMENT REQUEST TO DEBTORS	WU	0.40	286.00
04/05/17	REVIEW AND REVISE DEBTOR DOCUMENT REQUESTS (.6); CORRESPONDENCE WITH R. JARECK RE: SAME (.1)	JSF	0.70	290.50
04/05/17	DRAFT CORRESPONDENCE TO UCC RE: DOCUMENT REQUEST	RTJ	0.10	49.50
04/05/17	WORK ON DOCUMENT REQUEST TO DEBTORS	WU	0.50	357.50
04/05/17	CONFERENCE WITH J. FRUMKIN RE: DOCUMENT PRODUCTION	RTJ	0.20	99.00
04/05/17	REVISE UCC DOCUMENT REQUEST TO THE DEBTOR	RTJ	0.30	148.50
04/06/17	MODIFY UCC LETTER TO M. SEYMOUR	RTJ	0.20	99.00
04/06/17	REVISE LETTER TO M. SEYMOUR BASED ON FEEDBACK FROM UCC	RTJ	0.20	99.00
04/06/17	REVIEW CORRESPONDENCE FROM K. ROSEN RE: DOCUMENT REQUESTS	RTJ	0.10	49.50
04/06/17	REVIEW CORRESPONDENCE FROM M. SEYMOUR RE: NDA	RTJ	0.10	49.50
04/06/17	DRAFT CORRESPONDENCE TO UCC RE: INFORMATION REQUEST	RTJ	0.10	49.50
04/07/17	OUTLINE STRATEGY FOR INVESTIGATION OF PRE-PETITION TRANSACTIONS	WU	0.30	214.50
04/10/17	DRAFT CORRESPONDENCE TO M. SEYMOUR RE: NDA	RTJ	0.10	49.50
04/11/17	PREPARE FOR COMMITTEE CALL	RTJ	0.30	148.50
04/11/17	REVIEW EMAILS RE: EXPANSION OF DOCUMENT DEMAND AND NON DISCLOSURE AGREEMENT DRAFT	WU	0.10	71.50
04/13/17	REVIEW NDA; PROVIDE COMMENTS TO SAME	RTJ	0.60	297.00
04/13/17	REVIEW AND REVISE COMMITTEE NDA (2.80); CORRESPONDENCE WITH CO-COUNSEL R. JARECK RE: SAME (.20); REVISE SAME (.30); CORRESPONDENCE TO CO-COUNSEL W. USATINE RE: SAME (.10)	JSF	3.40	1,411.00

Re: **OFFICIAL COMMITTEE OF UNSECURED CREDITORS**
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<u>DATE</u>	<u>NARRATIVE</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>AMOUNT</u>
04/15/17	PREPARE CORRESPONDENCE TO LOWENSTEIN RE: NDA	RTJ	0.10	49.50
04/17/17	DRAFT CORRESPONDENCE TO M. SEYMOUR RE: DISCOVERY	RTJ	0.10	49.50
04/18/17	CORRESPONDENCE WITH M SEYMOUR RE: NDA / DISCOVERY	RTJ	0.10	49.50
04/18/17	REVIEW EMAIL RE: STATUS OF DEBTOR DOCUMENT PRODUCTION	WU	0.20	143.00
04/19/17	DRAFT CORRESPONDENCE TO A. WILEN RE: DOCUMENT DISCOVERY	RTJ	0.10	49.50
04/19/17	WORK ON ACTION PLAN FOR UCC AND FA INVOLVEMENT AND INVESTIGATION	WU	0.80	572.00
04/19/17	TELEPHONE FROM W. USATINE RE: DISCOVERY	RTJ	0.10	49.50
04/20/17	DRAFT CORRESPONDENCE TO M. SEYMOUR RE: DOCUMENT REQUESTS	RTJ	0.10	49.50
04/20/17	TELEPHONE FROM R. FARLEY RE: CINRAM DOCUMENT REQUESTS	RTJ	0.10	49.50
04/20/17	REVISE UCC DOCUMENT REQUEST	RTJ	0.30	148.50
04/23/17	REVIEW REVISIONS TO NDA	RTJ	0.20	99.00
04/24/17	CONFERENCE WITH W. USATINE RE: CINRAM DISCOVERY	RTJ	0.10	49.50
04/24/17	REVIEW LOWENSTEIN COMMENTS TO NDA AND REVISE SAME (.70); CORRESPONDENCE WITH CO-COUNSEL R. JARECK RE: SAME (.30); FURTHER REVISIONS TO SAME (.20)	JSF	1.20	498.00
04/24/17	REVIEW AND RESPOND TO MULTIPLE EMAILS RE: INFORMATION FROM DEBTORS	WU	0.30	214.50
04/24/17	TELEPHONE TO ACCOUNTANT A. WILEN RE: INFORMATION FROM DEBTORS	WU	0.20	143.00
04/24/17	DRAFT CORRESPONDENCE TO M. SEYMOUR RE: NDA	RTJ	0.10	49.50
04/24/17	CONFERENCE WITH J. FRUMKIN RE: NDA REVISIONS	RTJ	0.10	49.50
04/25/17	REVIEW MESSAGE FROM DEBTORS' COUNSEL RE: NDA (.10); CORRESPONDENCE TO CO-COUNSEL R. JARECK RE: SAME (.20)	JSF	0.30	124.50
04/26/17	DRAFT CORRESPONDENCE TO UCC RE: NDA	RTJ	0.10	49.50
04/26/17	REVISE NDA; DRAFT CORRESPONDENCE TO LOWENSTEIN RE: SAME	RTJ	0.30	148.50
04/26/17	CONFERENCE WITH W. USATINE RE: DISCOVERY	RTJ	0.10	49.50
04/27/17	REVIEW FINAL REVISIONS TO NON DISCLOSURE AGREEMENT	WU	0.20	143.00
04/28/17	CORRESPONDENCE WITH CO-COUNSEL R. JARECK RE: COMMITTEE NDA	JSF	0.20	83.00
MEETING OF CREDITORS			9.30	\$5,923.50
04/04/17	CONFERENCE CALL WITH COMMITTEE RE: INTRODUCTORY CALL	RTJ	0.50	247.50

Re: OFFICIAL COMMITTEE OF UNSECURED CREDITORS
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04/04/17	PREPARE FOR INITIAL CONFERENCE CALL WITH THE COMMITTEE	RTJ	0.30	148.50
04/11/17	UCC CONFERENCE CALL	WU	0.50	357.50
04/11/17	CONFERENCE WITH COMMITTEE RE: WEEKLY CALL	RTJ	0.60	297.00
04/18/17	ATTEND UCC WEEKLY CALL	RTJ	1.20	594.00
04/18/17	ATTEND UCC CONFERENCE CALL	WU	1.20	858.00
04/24/17	PREPARE FOR 341(A) MEETING - OUTLINE ISSUES TO COVER	WU	0.40	286.00
04/25/17	CONFERENCE CALL WITH CLIENT UCC	WU	0.60	429.00
04/25/17	TELEPHONE FROM ACCOUNTANT A. WILEN RE: 341 MEETING	WU	0.20	143.00
04/25/17	ATTEND WEEKLY COMMITTEE CALL	RTJ	0.70	346.50
04/26/17	PRE-MEETING WITH A. WILEN RE: 341 MEETING	WU	0.50	357.50
04/26/17	PREPARE FOR 341 MEETING	WU	0.80	572.00
04/26/17	ATTEND 341(A) MEETING	WU	1.80	1,287.00
ASSET ANALYSIS			2.30	\$954.50
04/11/17	CORRESPONDENCE WITH R. JARECK RE: REVIEW OF REAL PROPERTY INTERESTS (.1); REVIEW REJECTION MOTION AND REJECTION ORDER (.4)	JSF	0.50	207.50
04/12/17	REVIEW REAL ESTATE INTERESTS AND PREPARE CHART SUMMARIZING SAME (1.50); CORRESPONDENCE WITH R. JARECK RE: SAME (.10)	JSF	1.60	664.00
04/12/17	FOLLOW-UP CORRESPONDENCE WITH CO-COUNSEL R. JARECK RE: REAL ESTATE ANALYSIS (.10); CORRESPONDENCE TO W. USATINE RE: SAME (.10)	JSF	0.20	83.00
CASE ADMINISTRATION			24.10	\$12,177.50
04/03/17	REVISE CONTACT SHEET FOR R. JARECK	RWH	0.30	82.50
04/03/17	DRAFT NOTICE OF APPEARANCE ON BEHALF OF W. USATINE (.20); EMAIL TO R. JARECK FOR REVIEW (.10)	FP	0.30	82.50
04/03/17	REVIEW AND ANALYSIS OF PETITIONS, PLEADINGS (INCLUDING FIRST DAY AFFIDAVIT AND EXHIBITS), OBJECTIONS AND ORDERS FROM FILING DATE THROUGH TODAY	WU	2.00	1,430.00
04/03/17	CONFERENCE WITH R. JARECK RE: STRATEGY AND ACTION ITEMS	WU	0.50	357.50
04/03/17	CALL TO M. SEYMOUR RE: ENGAGEMENT BY UCC AND SCHEDULING INTRODUCTORY CONFERENCE CALL	WU	0.10	71.50
04/03/17	DRAFT CORRESPONDENCE INTERNAL RE: NEW CHAPTER 11 CASE (MULTIPLE)	RTJ	0.30	148.50
04/03/17	CONFERENCE WITH R. HOLLANDER RE: NEW CASE ASSIGNMENT	RTJ	0.20	99.00
04/03/17	REVIEW AND REVISE NOTICES OF APPEARANCE	RTJ	0.20	99.00

Re: OFFICIAL COMMITTEE OF UNSECURED CREDITORS
Client/Matter No. 56419-0001

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04/03/17	REVIEW DOCKET AND ALL PLEADINGS FILED IN CASE	RTJ	2.80	1,386.00
04/03/17	CORRESPONDENCE WITH J. FRUMKIN RE: BY-LAWS (MULTIPLE)	RTJ	0.20	99.00
04/03/17	CONFERENCE WITH W. USATINE RE: STRATEGY IN THE CASE	RTJ	0.50	247.50
04/03/17	REVIEW DOCKET TO CONFIRM INFORMATION REQUESTED AND EMAIL RESPONSE TO W. USATINE	FP	0.20	55.00
04/03/17	ADDITIONAL RESEARCH ON DOCKET TO CONFIRM IF ANY OBJECTIONS WERE FILED TO UTILITY MOTION (.10); EMAIL RESPONSE TO ATTORNEY (.10)	FP	0.20	55.00
04/04/17	REVIEW DOCKET FOR UPCOMING HEARINGS, DATES, DEADLINES IN PREPARATION FOR DRAFTING CRITICAL DATES MEMO (.30); DRAFT CRITICAL DATES MEMORANDUM (.50); REVISE AND EMAIL TO R. JARECK FOR REVIEW (.20)	FP	1.00	275.00
04/04/17	CONFERENCE CALL WITH UCC RE: ADMINISTRATIVE ISSUES AND CASE STRATEGY	WU	0.50	357.50
04/04/17	REVIEW / REVISE CRITICAL DATES MEMO	RTJ	0.20	99.00
04/04/17	CONFERENCE WITH W. USATINE RE: BY-LAWS (2X)	RTJ	0.20	99.00
04/04/17	PREPARE UCC MEETING MINUTES	RTJ	0.30	148.50
04/04/17	PREPARE CORRESPONDENCE TO UCC RE: GOVERNANCE AND RELATED MATTERS	RTJ	0.30	148.50
04/04/17	REVISE BY-LAWS BASED ON UCC FEEDBACK	RTJ	0.20	99.00
04/04/17	CONFERENCE WITH LOWENSTEIN SANDLER RE: INTRODUCTION TO CASE	RTJ	0.60	297.00
04/04/17	PREPARE AGENDA FOR UCC CALL	RTJ	0.20	99.00
04/04/17	DRAFT CORRESPONDENCE TO UCC RE: CONFERENCE CALL	RTJ	0.20	99.00
04/04/17	PREPARE FOR CONFERENCE CALL WITH LOWENSTEIN SANDLER	RTJ	0.30	148.50
04/04/17	CORRESPONDENCE WITH M. ERBECK RE: CHAPTER 11 CASE STRATEGY	RTJ	0.10	49.50
04/04/17	PREPARE COMMITTEE BYLAWS	RTJ	1.20	594.00
04/04/17	TELEPHONE CALL FROM T. O'TOOLE RE: COMMITTEE MEETING	RTJ	0.10	49.50
04/04/17	CONFERENCE WITH W. USATINE RE: PREPARATION FOR UCC CALL	RTJ	0.10	49.50
04/04/17	WORK ON UCC BY-LAWS	WU	0.50	357.50
04/04/17	REVIEW EMAILS FROM COMMITTEE MEMBERS AND ATTORNEY/CO-COUNSEL R. JARECK REPLY RE: BY-LAWS	WU	0.10	71.50
04/04/17	CALL WITH LOWENSTEIN RE: BACKGROUND AND STRATEGY/OBJECTIVES FOR CHAPTER 11 CASES	WU	0.50	357.50

Re: OFFICIAL COMMITTEE OF UNSECURED CREDITORS
Client/Matter No. 56419-0001

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04/04/17	DRAFT NOTICES OF APPEARANCE FOR R. JARECK, J. FRUMKIN AND R. HOLLANDER	FP	0.30	82.50
04/04/17	EFILE NOTICES OF APPEARANCE ON BEHALF OF W. USATINE, AND R. JARECK	FP	0.20	55.00
04/05/17	PREPARE AND SEND CALENDAR EMAILS WITH REMINDERS FOR RECURRING WEEKLY COMMITTEE CALLS (SENT TO ALL COMMITTEE MEMBERS AND ATTORNEYS)	FP	0.20	55.00
04/05/17	REVIEW EMAILS FROM UCC MEMBERS AND RESPOND	WU	0.20	143.00
04/05/17	DRAFT CORRESPONDENCE TO UCC RE: BY-LAWS	RTJ	0.10	49.50
04/05/17	CALENDAR CRITICAL DATES, DEADLINES, REMINDERS, SENDING EMAIL REMINDERS TO ATTORNEYS AND COMMITTEE MEMBERS	FP	0.30	82.50
04/05/17	DOWNLOAD NOTICE OF APPOINTMENT OF CREDITORS COMMITTEE AND FILESITE	FP	0.10	27.50
04/06/17	REVIEW FILED PLEADINGS AND FILESITE	FP	0.20	55.00
04/07/17	PREPARE CORRESPONDENCE TO UCC RE: RETENTION AND RELATED MATTERS	RTJ	0.10	49.50
04/07/17	REVIEW AGENDA FOR NEXT UCC MEETING	WU	0.10	71.50
04/07/17	PREPARE UCC MEETING AGENDA	RTJ	0.20	99.00
04/11/17	TELEPHONE FROM T. O'TOOLE RE: COMMITTEE GOVERNANCE	RTJ	0.20	99.00
04/11/17	PREPARE MEMO TO FILE RE: SIR CALL	RTJ	0.20	99.00
04/11/17	CONFERENCE WITH W. USATINE RE: UCC GOVERNANCE	RTJ	0.10	49.50
04/11/17	CALL WITH MILLAR	WU	0.20	143.00
04/11/17	REVIEW NOTES TO PREPARE FOR CALL WITH J. MILLER / SIR	RTJ	0.20	99.00
04/11/17	CONFERENCE WITH J. MILLER RE: SIR PROPERTIES TRUST	RTJ	0.30	148.50
04/12/17	REVIEW OF 4/11 MEETING MINUTES	WU	0.10	71.50
04/12/17	CORRESPONDENCE WITH W. USATINE RE: GOVERNANCE AND RETENTION OF FA	RTJ	0.20	99.00
04/12/17	PREPARE MINUTES OF APRIL 11, 2017 MEETING	RTJ	0.30	148.50
04/13/17	REVIEW AND COMMENT ON NON DISCLOSURE AGREEMENT WITH DEBTORS	WU	0.30	214.50
04/15/17	PREPARE CORRESPONDENCE TO J. MILLER RE: MEETING AGENDA	RTJ	0.10	49.50
04/15/17	PREPARE MEETING AGENDA FOR APRIL 18, 2017 TELECONFERENCE	RTJ	0.20	99.00
04/18/17	DOWNLOAD COPY OF FILED MOTION FOR ADMIN. ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION (.10); CALENDAR AND SEND INVITES TO ATTORNEYS (.10)	FP	0.20	55.00
04/18/17	REVIEW 4/18 MEETING MINUTES	WU	0.10	71.50

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04/18/17	REVIEW EMAILS RE: BY-LAWS ISSUES AND STATUS; CALL WITH MILLAR	WU	0.20	143.00
04/18/17	PREPARE MINUTES OF APRIL 18, 2017 COMMITTEE CONFERENCE CALL	RTJ	0.30	148.50
04/19/17	DRAFT CORRESPONDENCE TO UCC RE: MEETING MINUTES	RTJ	0.10	49.50
04/19/17	PREPARE EDITS TO UCC MEETING MINUTES	RTJ	0.20	99.00
04/20/17	DOWNLOAD FILED OPERATING REPORTS (3); FILESITE AND SEND TO ATTORNEYS	FP	0.20	55.00
04/21/17	REVIEW MONTHLY OPERATING REPORTS (X3)	RWH	0.30	82.50
04/21/17	REVIEW CORRESPONDENCE FROM M. ERBECK RE: HUNTSVILLE / HANOVER LEASES	RTJ	0.10	49.50
04/21/17	REVIEW EMAIL FROM M. ERBECK AND CALL WITH M. ERBECK RE: SIR CLAIMS	WU	0.20	143.00
04/23/17	REVIEW AGENDA FOR NEXT UCC WEEKLY MEETING	WU	0.10	71.50
04/24/17	PREPARE MEETING AGENDA	RTJ	0.20	99.00
04/25/17	DRAFT INDEX FOR BINDERS CONTAINING FILED SCHEDULES AND STATEMENT OF FINANCIAL AFFAIRS (.10); WORK ON FINALIZING BINDERS (.20)	FP	0.30	82.50
04/25/17	CORRESPONDENCE WITH F. PISANO RE: SCHEDULES AND SOFA (.10); CORRESPONDENCE TO COMMITTEE RE: SAME (.10)	JSF	0.20	83.00
04/25/17	TELEPHONE TO CLIENT MEMBER RE: BY-LAWS AND STATUS	WU	0.20	143.00
04/25/17	REVIEW SCHEDULES AND STATEMENTS OF FINANCIAL AFFAIRS	RTJ	0.90	445.50
04/25/17	TELEPHONE TO CLIENT M. ERBEK (2X) RE: GOVERNANCE ISSUES	WU	0.20	143.00
04/25/17	DOWNLOAD FILED SCHEDULES AND STATEMENT OF FINANCIAL AFFAIRS IN ALL 3 CASES (.20); EMAIL TO ATTORNEYS (.10)	FP	0.30	82.50
04/25/17	COORDINATED PREPARATION OF BINDERS FOR ATTORNEYS CONTAINING FILED SCHEDULES AND STATEMENT OF FINANCIAL AFFAIRS	FP	0.20	55.00
04/26/17	TELEPHONE TO J. TESTA RE: UCC ISSUES	WU	0.20	143.00
04/26/17	PREPARE MINUTES OF APRIL 25 MEETING	RTJ	0.20	99.00
04/27/17	REVIEW DOCKET FOR ANY NEW NOTICES OF APPEARANCES FILED TO UPDATE SERVICE LIST (.10); PREPARE AND COORDINATE SERVICE OF SIGNED COLE SCHOTZ RETENTION ORDER (.20)	FP	0.30	82.50
04/28/17	TELEPHONE TO M. ERBECK RE: BYLAWS AND GOVERNANCE ISSUES	RTJ	0.10	49.50
FEE EMPLOYMENT			19.10	\$6,942.50
04/03/17	WORK ON RETENTION APPLICATION	RWH	0.40	110.00

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04/04/17	WORK ON RETENTION APPLICATION	RWH	1.50	412.50
04/05/17	DRAFT RETENTION APPLICATION AND REVIEW LBR AND LOCAL FORMS IN CONJUNCTION WITH SAME	RWH	1.70	467.50
04/06/17	REVIEW AND REVISE RETENTION PLEADINGS (.6); DISCUSSIONS WITH R. JARECK RE: SAME (.10); FURTHER REVISIONS TO RETENTION PLEADINGS WITH EMPHASIS ON CONFLICT DISCLOSURES (.70)	RWH	1.40	385.00
04/06/17	CONFERENCE WITH R. HOLLANDER RE: COLE SCHOTZ RETENTION APPLICATION	RTJ	0.20	99.00
04/07/17	CONFERENCE WITH W. USATINE RE: RETENTION PLEADINGS	RTJ	0.20	99.00
04/07/17	WORK ON CS RETENTION PLEADINGS	WU	0.30	214.50
04/07/17	REVIEW AND REVISE W. USATINE CERTIFICATION IN SUPPORT OF COLE SCHOTZ RETENTION	RTJ	0.80	396.00
04/07/17	REVIEW AND REVISE APPLICATION AND ORDER RE: COLE SCHOTZ RETENTION	RTJ	0.60	297.00
04/11/17	CORRESPONDENCE WITH R. JARECK RE: COLE SCHOTZ RETENTION APPLICATION	JSF	0.10	41.50
04/12/17	BEGIN DRAFTING AFFIDAVIT OF SERVICE OF COLE SCHOTZ RETENTION PLEADINGS	FP	0.30	82.50
04/12/17	REVIEW AND REVISE COLE SCHOTZ RETENTION APPLICATION, INCLUDING PREPARATION OF SAME FOR FILING (.60); CORRESPONDENCE WITH R. JARECK RE: SAME (.10); CORRESPONDENCE WITH F. PISANO RE: FILING AND SERVICE OF SAME, AND CALENDARING OF DEADLINES (.30); CORRESPONDENCE TO COMMITTEE RE: SAME (.10)	JSF	1.10	456.50
04/12/17	REVIEW DOCKET, CREDITOR LISTS, COMMITTEE APPOINTMENT, LISTS OF 20 LARGEST CREDITORS, AND NOTICES OF APPEARANCES FILED IN PREPARATION OF DRAFTING SERVICE LIST FOR SERVICE OF COLE SCHOTZ RETENTION PLEADINGS (.40); PREPARE AND COORDINATE DRAFTING OF SERVICE LIST (.20)	FP	0.60	165.00
04/12/17	REVIEW AND REVISE SERVICE LIST (.30) FINALIZE IN PREPARATION FOR MAILING OF RETENTION PLEADINGS (.30)	FP	0.60	165.00
04/12/17	PREPARE FOR FILING COLE SCHOTZ RETENTION APPLICATION, W. USATINE CERTIFICATION IN SUPPORT AND PROPOSED ORDER (.20); EFILE RETENTION PLEADINGS (.20); DOWNLOAD FILED COPIES AND PREPARE FOR SERVICE (.20)	FP	0.60	165.00
04/12/17	WORK ON PREPARATION AND COORDINATION OF SERVICE OF FILED COLE SCHOTZ RETENTION PLEADINGS	FP	0.30	82.50
04/13/17	DOWNLOAD AND FILESITE LOWENSTEIN SANDLER RETENTION PLEADINGS	FP	0.10	27.50

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04/13/17	REVISE AFFIDAVIT OF SERVICE (.10); PREPARE AND EFILE AFFIDAVIT OF SERVICE (.20)	FP	0.30	82.50
04/13/17	DRAFT AFFIDAVIT OF SERVICE RE: COLE SCHOTZ RETENTION PLEADINGS (.50); EMAIL DRAFT TO J. FRUMKIN FOR REVIEW (.10)	FP	0.60	165.00
04/13/17	REVIEW LOWENSTEIN RETENTION APPLICATION AND EMAIL FROM ATTORNEY/CO-COUNSEL J. FRUMKIN	WU	0.30	214.50
04/13/17	REVIEW LOWENSTEIN RETENTION APPLICATION (.50); CORRESPONDENCE TO CO-COUNSEL RE: SAME (.10)	JSF	0.60	249.00
04/14/17	REVIEW MOTION TO ESTABLISH INTERIM COMPENSATION PROCEDURES (.40); CORRESPONDENCE WITH R. JARECK RE: SAME (.10)	JSF	0.50	207.50
04/15/17	REVIEW INTERIM COMPENSATION PROCEDURES MOTION AND ORDER	RTJ	0.40	198.00
04/15/17	DRAFT CORRESPONDENCE TO EISNER/AMPER RE: FINANCIAL ADVISOR PRESENTATIONS	RTJ	0.10	49.50
04/15/17	DRAFT CORRESPONDENCE TO COMMITTEE RE: FINANCIAL ADVISOR PRESENTATION	RTJ	0.10	49.50
04/15/17	DRAFT CORRESPONDENCE TO COHNREZNICK RE: FINANCIAL ADVISOR PRESENTATIONS	RTJ	0.10	49.50
04/15/17	REVIEW FINANCIAL ADVISOR PRESENTATIONS	RTJ	0.40	198.00
04/17/17	REVIEW FA CANDIDATE MATERIALS	WU	0.40	286.00
04/18/17	DRAFT CORRESPONDENCE TO T. GREENEY RE: FA RETENTION	RTJ	0.10	49.50
04/18/17	CORRESPONDENCE WITH T. GREENEY RE: RETENTION OF FINANCIAL ADVISOR	RTJ	0.10	49.50
04/18/17	DRAFT CORRESPONDENCE TO COMMITTEE RE: RETENTION OF FINANCIAL ADVISOR	RTJ	0.10	49.50
04/18/17	TELEPHONE FROM D. RICHTER RE: RETENTION OF FINANCIAL ADVISOR	RTJ	0.20	99.00
04/20/17	CORRESPONDENCE WITH EISNERAMPER RE: RETENTION	JSF	0.30	124.50
04/21/17	CORRESPONDENCE WITH R. HOLLANDER RE: EISNERAMPER RETENTION	JSF	0.10	41.50
04/24/17	DRAFT AND REVISE EISNERAMPER RETENTION PLEADINGS (2.3); CORRESPOND WITH EISNERAMPER RE: SAME (.2)	RWH	2.80	770.00
04/24/17	TELEPHONE FROM R. HOLLANDER RE: EISNER RETENTION	RTJ	0.10	49.50
04/24/17	CORRESPONDENCE WITH EISNERAMPER RE: RETENTION APPLICATION	JSF	0.10	41.50
04/24/17	REVIEW / REVISE EISNER RETENTION PLEADINGS	RTJ	0.40	198.00

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04/26/17 DOWNLOAD SIGNED RETENTION ORDERS (1) COLE SCHOTZ (2) FP 0.20 55.00
LOWENSTEIN (.10); EMAIL TO ATTORNEYS (.10)

NON-WORKING TRAVEL TIME 1.50 \$1,072.50

04/26/17 TRAVEL ROUND TRIP, TRAVEL TO NEWARK FOR 341 MEETING WU 1.50 1,072.50

REPORTING 1.30 \$661.50

04/20/17 REVIEW MONTHLY OPERATING REPORTS (.40); CORRESPONDENCE JSF 0.60 249.00
TO CO-COUNSEL R. JARECK AND R. HOLLANDER RE: SAME (.20)

04/20/17 REVIEW MONTHLY OPERATING REPORT (.20); REVIEW WU 0.30 214.50
ATTORNEY/CO-COUNSEL R. JARECK'S EMAIL TO UCC RE:
OPERATING REPORT AND CEO FEES (.10)

04/21/17 REVIEW MONTHLY OPERATING REPORTS; SUMMARIZE SAME FOR RTJ 0.40 198.00
UCC

TOTAL HOURS 72.20

PROFESSIONAL SERVICES: \$ 35,243.00

<u>TIMEKEEPER</u>	<u>STAFF LEVEL</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
WARREN USATINE	MEMBER	18.50	715.00	13,227.50
RYAN T. JARECK	MEMBER	25.50	495.00	12,622.50
JACOB S. FRUMKIN	ASSOCIATE	11.70	415.00	4,855.50
REBECCA W. HOLLANDER	ASSOCIATE	8.40	275.00	2,310.00
FRANCES PISANO	PARALEGAL	8.10	275.00	2,227.50

EXHIBIT C

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COSTS ADVANCED

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
04/11/17	PHOTOCOPYING / PRINTING / SCANNING	4.20
04/11/17	PHOTOCOPYING / PRINTING / SCANNING	2.60
04/11/17	CONFERENCE CALL - SOUNDPATH CONFERENCING	11.99
04/12/17	PHOTOCOPYING / PRINTING / SCANNING	2.40
04/12/17	PHOTOCOPYING / PRINTING / SCANNING	4.40
04/12/17	PHOTOCOPYING / PRINTING / SCANNING	2.40
04/12/17	PHOTOCOPYING / PRINTING / SCANNING	4.40
04/12/17	PHOTOCOPYING / PRINTING / SCANNING	96.80
04/13/17	PHOTOCOPYING / PRINTING / SCANNING	4.40
04/13/17	PHOTOCOPYING / PRINTING / SCANNING	4.00
04/14/17	PHOTOCOPYING / PRINTING / SCANNING Qty: 5	1.00
04/18/17	PHOTOCOPYING / PRINTING / SCANNING	2.20
04/20/17	PHOTOCOPYING / PRINTING / SCANNING Qty: 3	0.60
04/25/17	PHOTOCOPYING / PRINTING / SCANNING Qty: 542	108.40
04/26/17	PHOTOCOPYING / PRINTING / SCANNING Qty: 1	0.20
04/26/17	POSTAGE	36.32
04/27/17	PHOTOCOPYING / PRINTING / SCANNING Qty: 1	0.20
04/28/17	PHOTOCOPYING / PRINTING / SCANNING	14.40

TOTAL COSTS ADVANCED: \$ 300.91

TOTAL SERVICES AND COSTS: \$ 35,543.91